

7B 15  
NEW NUMBER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN JR.

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

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9-341 A036

December 5, 1989

16644  
RECORDATION NO. FILED 1425

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

DEC 7 1989 -12 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) original copies and three (3) photocopies of a Memorandum of Lease Agreement dated as of August 1, 1989 with Rider 1 dated November 10, 1989, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive,  
Suite 200  
Lake Oswego, OR 97035

Lessee: Union Pacific Railroad Company  
Missouri Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

Four (4) Maxi-Stack III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks; capacity for all wells: 117,000 pounds, with marks and numbers CHTT 2000 through CHTT 2003, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*Charles T. Kappler*

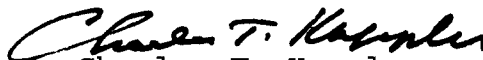
Ms. Noreta R. McGee  
December 5, 1989  
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq. Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of August 1, 1989 with Rider 1 dated November 10, 1989 between Greenbrier Leasing Corporation, Lessor and Union Pacific Railroad Company/Missouri Pacific Railroad Company, Lessee, covering 4 Maxi-Stack III five-unit articulated double-stack railcars marked and numbered CHTT 2000 - CHTT 2003, both inclusive.

Very truly yours,

  
Charles T. Kappler

CTK/skh  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/7/89

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/7/89 at 12:50pm and assigned recordation number(s). 16644, 16645 & 16646 ,

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16644

RECORDATION NO. \_\_\_\_\_ FILED 1425

DEC 7 1989 -12 50 PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

UNION PACIFIC RAILROAD COMPANY ("LESSEE")  
MISSOURI PACIFIC RAILROAD COMPANY ("LESSEE")

AUGUST 1, 1989

RIDER NO. 1 DATED NOVEMBER 10, 1989

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Memorandum of a Lease Agreement made and entered into as of August 1, 1989 with Rider No. 1 dated November 10, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Union Pacific Railroad Company, a Utah corporation and Missouri Pacific Railroad Company, a Delaware corporation (individually and collectively the "Lessee") each having its principal place of business at 1416 Dodge Street, Omaha, Nebraska, 68179.

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor four (4) Maxi-Stack™ III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks; capacity for all wells: 117,000 pounds with marks and numbers as follows:

CHTT 2000 - CHTT 2003, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By Norman M. Webb, V.P.

UNION PACIFIC RAILROAD COMPANY  
MISSOURI PACIFIC RAILROAD COMPANY

By LB Achenetz

L111093.1

STATE OF OREGON                     )  
  )  
COUNTY OF CLACKAMAS             )

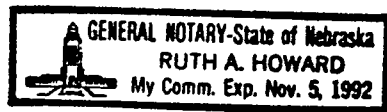
On this 10th day of November, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF NEBRASKA                 )  
  )  
COUNTY OF                             )

On this 22nd day of November 1989, before me personally appeared R. B. Schaub, to me personally known, who being by me duly sworn, says that he is Executive Assistant of Union Pacific Railroad Company and Missouri Pacific Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Ruth A. Howard  
NOTARY PUBLIC

My commission expires: 11/5/92

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